

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
MEMPHIS DIVISION**

IN RE REGIONS MORGAN KEEGAN SECURITIES, DERIVATIVE and ERISA LITIGATION)	MDL Docket No. 2009
)	
)	Judge Samuel H. Mays, Jr.
)	Magistrate Judge Diane K. Vescovo

This Document Relates to:

In re Regions Morgan Keegan Open-End

Mutual Fund Litigation

No. 2:07-cv-02784-SHM-dkv

**PRICEWATERHOUSECOOPERS LLP'S MOTION TO DISMISS COUNTS I AND
IV OF PLAINTIFFS' CONSOLIDATED AMENDED CLASS ACTION COMPLAINT**

Pursuant to Federal Rule of Civil Procedure 12(b)(6), Defendant PricewaterhouseCoopers LLP ("PwC") hereby moves to dismiss Plaintiffs' Consolidated Amended Class Action Complaint for failure to state a claim upon which relief can be granted. The grounds for PwC's motion are set forth in the Memorandum in Support of PricewaterhouseCoopers LLP's Motion to Dismiss Counts I and IV of Plaintiffs' Consolidated Amended Class Action Complaint, filed contemporaneously herewith.

Dated: February 12, 2010

Respectfully submitted,

s/ Timothy A. Duffy, P.C.

Emily Nicklin, P.C.

Timothy A. Duffy, P.C.

Kristopher Ritter

KIRKLAND & ELLIS LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Leo M. Bearman, Jr. (#8363)
Eugene J. Podesta, Jr. (#9831)
BAKER DONELSON BEARMAN
CALDWELL & BERKOWITZ, PC
165 Madison Avenue, 19th Floor
Memphis, Tennessee 38103
(901) 526-2000 (ph)
(901) 577-2303 (fx)
lbearman@bakerdonelson.com
gpodesta@bakerdonelson.com

Counsel for Defendant
PricewaterhouseCoopers LLP

CERTIFICATE OF SERVICE

I hereby certify that on February 12, 2010, I electronically filed the foregoing paper with the Clerk of the Court using the ECF system which will send notification of such filing to the following:

- **Carolyn Glass Anderson**
cga@zimmreed.com, kmc@zimmreed.com
- **Nicole A. Baker**
nicole.baker@klgates.com
- **Timothy J. Becker**
tjb@zimmreed.com
- **Michael A. Brady**
mbrady@bassberry.com
- **Jerome A. Broadhurst**
jbroadhurst@appersoncrump.com
- **Matthew M. Curley**
mcurley@bassberry.com
- **Michael L. Dagley**
mdagley@bassberry.com
- **Asa R. Danes**
asadanes@paulhastings.com
- **Gregg M. Fishbein**
gmfishbein@locklaw.com
- **Peter S. Fruin**
pfruin@maynardcooper.com
- **Kevin C. Logue**
kevinlogue@paulhastings.com
- **Jeffrey B. Maletta**
jeffrey.maletta@klgates.com
- **W. Brantley Phillips**
bphillips@bassberry.com
- **Steven Lawrence Polk**
larry.polk@sablaw.com

- **Charles D. Reaves**
creaves44@comcast.net
- **Thomas V. Seifert**
tseifert@hsvwlaw.com
- **David E. Swarts**
swartsd@sullcrom.com
- **Shepherd D. Tate**
state@bassberry.com
- **David B. Tulchin**
tulchind@sullcrom.com
- **Vernon J. Vander Weide**
vvanderweide@hsvwlaw.com

and I hereby certify that I have mailed by United States Postal Service the paper to the following non-ECF participants:

Richard A. Lockridge
LOCKRIDGE GRINDAL NAUEN, PLLP
100 Washington Ave., South
Ste. 2200
Minneapolis, MN 55401

Dewun R. Settle
CHANCERY COURT CLERK AND MASTER
140 Adams Avenue
Ste. 308
Memphis, TN 38103

s/ Timothy A. Duffy, P.C.
Timothy A. Duffy, P.C.
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
tim.duffy@kirkland.com